

-October 9, 2000

VIA FEDERAL EXPRESS

Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 173257245

**Re: Auction No. 33- 700 MHz Guard Band Auction
FCC Form 602
Ownership Disclosure Information
Pegasus Guard Band, LLC**

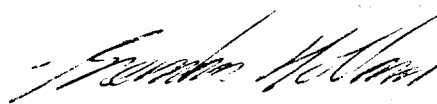
To Whom It May Concern:

Submitted herewith, on behalf of Pegasus Guard Band, LLC, is an FCC Form 602 containing the required FCC Ownership Disclosure Information for the Wireless Telecommunications Services. Pegasus Guard Band, LLC was the winning high bidder for 31 licenses in Auction No. 33, the 700 MHz Guard Band Auction, and submits this FCC Form 602 as required pursuant to Section 1.919 of the Commission's rules.

Also enclosed are a receipt copy of this application and a self-addressed Federal Express envelope. Please date-stamp the enclosed duplicate copy and return the copy in the enclosed Federal Express envelope.

If there are any questions regarding this matter, please contact the undersigned.

Respectfully submitted,



Brendan Holland



FCCLET397 170000

Document # 1021820 v1

Main Form

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
See instructions for
public burden estimate

Applicant/Licensee Information

| | | | |
|--------------------------------|-----|------------------|--------|
| 1) First Name (if individual): | MI. | Last Name | Suffix |
| 2) Applicant Name (if entity) | | 3) Applicant TIN | |
| Pegasus Guard Band, LLC | | [REDACTED] | |

Related FCC Regulated Businesses of Applicant/Licensee

| 4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary) | 4b) Principal Business | 4c) TIN. | 4d) Percent of Interest Held |
|---------------------------------------------------------------------------------------------------------------------------------|---------------------------|-------------|------------------------------------|
| None | | | |
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Signature

5) Typed or Printed Name of Party Authorized to Sign

| | | | |
|---------------------------------------------------------------------------------|-----|-----------|--------|
| First Name | MI. | Last Name | Suffix |
| Scott | | Blank | |
| Title | | | |
| Vice President of Pegasus Development Corporation, the sole member of applicant | | | |

| | |
|--------------------|----------|
| Signature | Date |
| <i>Scott Blank</i> | 10/05/00 |

Failure To Sign This Application May Result in Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001)
AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47,
Section 503)

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe **all** disclosable interest holders)

| | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------|
| 1) Disclosable Interest Holder's First Name (if individual): | | MI. | Last Name | Suffix: |
| 2) Disclosable Interest Holder's Name (if entity): Pegasus Development Corporation | | | 3) Disclosable Interest Holder's TIN. [REDACTED] | |
| 4) Disclosable Interest Holder's Address: 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | | | | |
| 5) Type of Interest in Applicant () (refer to Instructions for list) D | | 6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C | | 7) Percent of Interest Held in Applicant. 100% |
| 8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0- Membership interest in LLC | | | 9) Disclosable Interest Holder's Country of Citizenship: USA | |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): | | | | |


Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

[illegible]









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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

| | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|-----|-----------------------------------------------------------------------------------------------------------------------------|---------|
| 1) Disclosable Interest Holder's First Name (if individual): | | MI: | Last Name: | Suffix: |
| 2) Disclosable Interest Holder's Name (if entity): Pegasus Communications Corporation | | | 3) Disclosable Interest Holder's TIN  | |
| 4) Disclosable interest Holder's Address: 225 City Line Avenue. Suite 200 Bala Cynwyd. PA 19004 | | | | |
| 5) Type of Interest in Applicant () (refer to Instructions for list) I | 6) Disclosable Interest Holder is a(n). () (refer to instructions for list of codes): C | | 7) Percent of Interest Held in Applicant. 100% (indirect) | |
| 8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0- Membership interest in LLC | | | 9) Disclosable Interest Holder's Country of Citizenship: USA | |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Pegasus Guard Band, LLC, Pegasus Development Corp., Pegasus Communications Corp. | | | | |

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified¹)

| 11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary). | 11b) Principal Business: | 11c) TIN: | 11d) Percent of Interest Held: |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|---------------------------------------------------------------------------------------|--------------------------------------|
| Pegasus Media & Communications, Inc. 225 City Line Avenue, Suite 200 Bala Cynwvd, PA 19004 | Broadcast TV |  | 100 |
| Pegasus Broadcast Television, Inc. 225 City Line Avenue Suite 200 Bala Cynwyd, PA 19604 | Broadcast TV |  | 100 |
| WOLF License Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Broadcast TV |  | 100 |
| Pegasus Broadcast Associates, L.P. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Broadcast TV |  | 100 |
| WDSL License Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Broadcast TV |  | 100 |
| WDBD License Corp. 225 City Line Avenue, Suite 200 Bala Cynwvd, PA 19004 | Broadcast TV |  | 100 |
| WTLH License Corp. 225 City Line Avenue, Suite 200 Bala Cynwvd, PA 19004 | Broadcast TV |  | 100 |
| HMW, Inc. 225 City Line Avenue, Suite 200 Bala Cynwvd, PA 19004 | Broadcast TV |  | 100 |

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

| | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|---------------------------------------------------------------------|--------|
| 1) Disclosable Interest Holder's First Name (if Individual): | MI: | Last Name | Suffix |
| 2) Disclosable Interest Holder's Name (if entity): Pegasus Communications Holdings, Inc. | | 3) Disclosable Interest Holder's TIN: [REDACTED] | |
| 4) Disclosable Interest Holder's Address: 225 City Line Avenue, Suite 200 Bala Cynwyd. PA 19004 | | | |
| 5) Type of Interest in Applicant () (refer to Instructions for list) | 6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes) | 7) Percent of Interest Held in Applicant: * | |
| I | C | 49% (indirect) | |
| 8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0- Membership interest in LLC | | 9) Disclosable Interest Holder's Country of Citizenship: USA | |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Pegasus Guard Band. LLC, Pegasus Development Corp., Pegasus Communications Corp., Pegasus Communications Holdings, Inc. | | | |

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

| IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary). | IIb) Principal Business: | IIc) TIN: | II d) Percent of Interest Held: |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|--------------|------------------------------------|
| Federal Radio Service Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | communications | [REDACTED] | 90% |
| Pegasus Radio Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | communications | [REDACTED] | 100 |
| | | [REDACTED] | |
| | | [REDACTED] | |
| | | [REDACTED] | |
| | | [REDACTED] | |
| | | [REDACTED] | |
| | | [REDACTED] | |

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
3060.0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

| | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------|--------|
| 1) Disclosable Interest Holder's First Name (if individual): | MI: | Last Name | Suffix |
| 2) Disclosable Interest Holder's Name (if entity): | | 3) Disclosable Interest Holder's TIN: | |
| Pegasus Capital, L.P. | | [REDACTED] | |
| 4) Disclosable Interest Holder's Address: | | | |
| 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | | | |
| 5) Type of Interest in Applicant () (refer to Instructions for list) | 6) Disclosable Interest Holder is a(n)- () (refer to instructions for list of codes). | 7) Percent of Interest Held in Applicant: | |
| I | L | 17.7% (indirect) | |
| 8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): | | 9) Disclosable Interest Holder's Country of Citizenship: | |
| 0- Membership interest in LLC | | USA | |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): | | | |
| Pegasus Guard Band, LLC, Pegasus Development Corp., Pegasus Communications Corp., Pegasus Capital, L.P. | | | |

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

| IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | IIb) Principal Business: | 11c) TIN: | 11d) Percent of Interest Held: |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|--------------|--------------------------------------|
| Pegasus Communications Portfolio Holdings, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | MMDS | [REDACTED] | 100 |
| Pegasus IVDS Inc 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | IVDS | [REDACTED] | 49% |
| Pegasus PCS Partners, LP 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | PCS/communications | [REDACTED] | 100* |
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*Pegasus Capital, L.P.'s interest represents actual control of this entity: therefore,
pursuant to Section 1.2112(a)(9) Pegasus Capital, L.P. is deemed to hold 100% of the entity.

[illegible]

| IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | IIb) Principal Business: | IIc) TIN: | II d) Percent of Interest Held: |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|--------------|---------------------------------------|
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[illegible]

[illegible]

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

| | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|---------|
| 1) Disclosable Interest Holder's First Name (if individual), Marshall | MI: W. | Last Name. Pagon | Suffix. |
| 2) Disclosable Interest Holder's Name (if entity): | | 3) Disclosable Interest Holder's TIN: [REDACTED] | |
| 4) Disclosable Interest Holder's Address: 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | | | |
| 5) Type of Interest in Applicant () (refer to Instructions for list) I | 6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): I | 7) Percent of Interest Held in Applicant: 100% (indirect *) | |
| 8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0- Membership interest in LLC | | 9) Disclosable Interest Holder's Country of Citizenship: USA | |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 1- Pegasus Guard Band, LLC*, Pegasus Develop. Corp.*, Pegasus Comm. Corp.*, Pegasus Capital, L.P.*, Pegasus Capital, Ltd.*, Marshall Pagon . 2- Pegasus Guard Band, LLC*, Pegasus Development Corp.*, Pegasus Communications Corp.*, Pegasus Communications Holding, Inc.*, Pegasus Communications. L.P.* Northwest Management Associates, L.P.*, Pegasus Cable Associates, Ltd.*, Marshall Pagon. | | | |

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

| I(a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | I(b) Principal Business: | I(c) TIN: | I(d) Percent of Interest Held: |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|--------------|-----------------------------------|
| Pegasus IVDS, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | IVDS | [REDACTED] | 49% (indirect |
| Pegasus Broadband Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Communications | [REDACTED] | 100* |
| Pegasus Media & Communications, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Broadcast TV | [REDACTED] | 100* |
| Pegasus Broadcast Television Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Broadcast TV | [REDACTED] | 100* |
| WOLF License Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Broadcast TV | [REDACTED] | 100* |
| Pegasus Broadcast Associates, L.P. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Broadcast TV | [REDACTED] | 100* |
| WDSI License Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Broadcast TV | [REDACTED] | 100* |
| WDBD License Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Broadcast TV | [REDACTED] | 100* |

*Marshall Pagon's interest represents actual control of the entity; therefore, pursuant to Section 1.2112(a)(9), Marshall Pagon is deemed to hold a 100% interest in this entity.

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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3060 - 0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders) **CONTINUED**

| | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------|--------|
| 1) Disclosable Interest Holder's First Name (if individual): Marshall | MI w. | Last Name: Pagon (continued) | Suffix |
| 2) Disclosable Interest Holder's Name (if entity): | | 3) Disclosable Interest Holder's TIN: | |
| 4) Disclosable Interest Holder's Address: | | | |
| 5) Type of Interest in Applicant () (refer to instructions for list) | 6) Disclosable Interest Holder is a(n). () (refer to instructions for list of codes). | 7) Percent of Interest Held in Applicant | |
| 8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): | | 9) Disclosable Interest Holder's Country of Citizenship: | |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): | | | |

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

| IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | IIb) Principal Business: | IIc) TIN: | 11d) Percent of Interest Held: |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|--------------|--------------------------------------|
| WTLH License Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Broadcast TV | [REDACTED] | 100* |
| HMW, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Broadcast TV | [REDACTED] | 100* |
| Federal Radio Service Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Communications | [REDACTED] | 100* |
| Pegasus Radio Corp. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | Communications | [REDACTED] | 100* |
| Pegasus Communication Portfolio Holdings, Inc. 225 City Line Avenue, Suite 200 Bala Cynwyd, PA 19004 | MMDS | [REDACTED] | 100* |
| | | | |
| | | | |
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